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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:
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DELPHI CORPORATION, et al.,	:
	:
Debtors.	:
	:
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Chapter 11  
Case No. 05-44481 (RDD)  
(Jointly Administered)

JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 11948  
(CYRO INDUSTRIES AND SPCP GROUP, L.L.C.)



Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), CYRO Industries ("CYRO"), and SPCP Group, L.L.C., as agent for Silver Point Capital Fund, L.P. and Silver Point Capital Offshore Fund, Ltd. ("SPCP," and together with CYRO, the "Claimants"), respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 11948 (CYRO Industries And SPCP Group L.L.C.) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS CYRO submitted a demand to the Debtors asserting a reclamation claim in the amount of \$610,416.00 (the "Reclamation Demand").

WHEREAS on April 17, 2006, the Debtors and CYRO entered into a letter agreement (the "Reclamation Letter Agreement") with respect to the Reclamation Demand, whereby the Debtors and CYRO acknowledge and agree that the valid amount of the Reclamation Demand is \$80,704.28 (the "Reclamation Claim"), subject to the Debtors' right to seek, at any time and notwithstanding CYRO's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS CYRO filed proof of claim number 11948 against Delphi on July 28, 2006, which asserts an unsecured non-priority claim in the amount of \$592,114.60 (the "Claim") for goods purchased by DAS LLC prior to the Petition Date.

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 21, 2006, CYRO filed its Response To Debtors' Third Omnibus Objection To Claims (Docket No. 5620) (the "Response").

WHEREAS on or about May 25, 2007, CYRO transferred its interest in the Claim to SPCP pursuant to a Notice of Transfer (Docket No. 8061).

WHEREAS on July 13, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$579,162.10.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502 And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by the Delphi Bankruptcy Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$579,162.10 and shall be

treated as an allowed general unsecured non-priority claim against the estate of DAS LLC .

2. The Claimants reserve the right, pursuant to section 503(b) of the Bankruptcy Code, to seek administrative priority status for \$80,704.28 of the Claim on the grounds that CYRO has a valid reclamation claim in the amount of \$80,704.28.

3. The Debtors reserve the right to seek, at any time and notwithstanding CYRO's agreement to the amount set forth in the Reclamation Letter Agreement, a judicial determination that the Reserved Defenses are valid.

4. CYRO agrees to withdraw its Response to the Third Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 4th day of September, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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